

FBYC CONSTITUTION

ARTICLE 1:

Whereas the Frenchman's Bay Yacht Club (incorporated) in the City of Toronto Ontario, hereinafter referred to as the Club, has made application to the province of Ontario for a Charter and has received from the Secretary of the Province a Charter dated February 7, 1962, constituting it a body corporate and politic with all the rights and powers granted by the Charter, and for the following purpose and object.

ARTICLE 2: OBJECT

The object of the Club shall be to advance the sport of Yachting in its broadest sense.

ARTICLE 3: VALIDITY

This Constitution shall supersede and abrogate all or any previous Constitutions adopted by the Club or any of its predecessors and that this shall be the only Constitution of the Club and all previous bylaws shall be hereby repealed. If a conflict arises between the Constitution and the Bylaws or House Rules of the Club, the Constitution shall take precedence.

ARTICLE 4: DUES AND ENTRY FEES

Membership dues and entry fees shall be such as are fixed annually by the General Membership as part of their annual budget approval and shall become due and payable at the times and in the manner fixed by the Bylaws. Responsibility for payment of dues is that of the member. New member's obligations and responsibilities shall commence when the member is accepted for membership. Any communications regarding Dues and Fees with any member of the Board of Directors must be in writing to be considered official.

ARTICLE 5: BUDGET

A budget shall be prepared annually by the Board of Directors to be presented and approved at a General Meeting of members in November. The Budget shall cover the annual operational needs, the long term planning needs and a 5% to 10% reserve allowance fund. The reserve allowance is to be built to face unforeseen operational expenses or emergency repairs. The reserve fund shall not exceed 100% of the annual operational budget. The reserve fund shall not include the accumulation of capital for projects allocated in the 5 year plan. The Board of Directors may authorize expenditures from the reserve fund for major repair work but this will require the approval of the General Membership.

ARTICLE 6: ASSESSMENTS

The Board of Directors may at any time, but not more often than once per year with the approval by vote of the General Membership, make an assessment upon each member a sum which in the aggregate is sufficient to cover any existing or anticipated deficit in the current year's operation.

The notice of such assessment shall be accompanied by a statement outlining the financial need and will be forth with due and payable.

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ARTICLE 7: MEETINGS

7.1 General Meetings

The Annual General Meeting will be held the last Monday in September to receive the report of the Board of Directors and auditor for the prior year, appoint the auditor for the current year, elect the officers of the Board of Directors and Committee Chairs and to transact such other business as may properly come before the meeting.

Other General Meetings will be held on the last Monday of November, February and May. The November meeting shall be used to present the annual program and budget to the membership. The February meeting will provide financial results for the prior year and an update of the then current financial position along with a comprehensive report on membership renewal status.

A Special Meeting of the members may be called at any time by the Commodore, the Board of Directors, or on the petition in writing to the Commodore, by the lower of 15 Active Members or 20% of the then current registered Active Members. Such Special Meeting will be called within 14 days of receipt of the petition.

Notice of all General and Special Meetings shall be sent to each member by either ordinary mail or email to the last address as shown on the membership roll of the Club Secretary, at least 10 days before the date of the meeting.

A quorum for these meetings will be the lower of 25 Active Members or 25% of the then current registered Active Members. A simple majority of those present shall be sufficient to carry any motion except those concerning changes to the Constitution (see ARTICLE 13). No other business shall be transacted at a Special Meeting other than that which was specified in the notice calling the meeting. Any Special Meeting called that does not receive a quorum shall have its motion considered defeated.

7.2 Board of Director Meetings

The Board of Directors shall meet monthly with five Board Members representing a quorum. Committee Chairs may attend these meetings but will not have a vote. These Board Meetings are open and can be attended by any Active Member.

Additional items may be discussed and voted on by the Board via email in the periods between scheduled Board Meetings if the issues are deemed critical and cannot wait.

At least five Board Members must vote on the motion proposed, but all must be notified prior to voting and given adequate time to respond and vote.

Items discussed and voted on by any electronic method shall be recorded in the minutes of the next monthly Board Meeting by the Secretary.

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ORDER OF BUSINESS

1. The following order of business shall be followed at all regular Club meetings and shall not be departed from unless decided by two-thirds of the members present.

1. Determination of Quorum
2. Minutes of previous meeting
3. Correspondence
4. Treasurer's report
5. Committee reports
6. Unfinished business
7. New business
8. Adjournment

2. In the absence of rules in the Bylaws of the Club, the proceedings shall be conducted in accordance with Robert's Rules of Order.

3. All reports of Officers and Committees must be in writing and, if accepted, filed with the Secretary,

VOTING

Only those classes of membership so designated in the Bylaws shall be entitled to vote at General Meetings and they must be in good standing. Voting at General Meetings shall be by show of hands but the Chairperson may appoint two scrutineers to count the vote. A member qualified to vote may request that a secret ballot be taken and the Chairperson shall forthwith appoint two scrutineers to distribute, collect and count the ballots.

If more than one candidate for a position is offered, voting for officers or committee chairs shall be by ballot. When a vote by ballot or by a show of hands results in a tie, a second vote shall immediately be taken. If the second vote remains a tie, the Commodore will vote in the third vote in order to break the tie. Each qualified member shall have one vote on each question or motion.

When a Notice of Motion is given at a General Meeting or otherwise concerning the additions to or repealing of any part of the Constitution or any Bylaw, it shall be the duty of the Board of Directors to determine if such addition, deletion, amendment or the procedure involved, correctly relates to all pertinent parts of the Constitution and Bylaws. Any irregularity in the procedure at any General Meeting shall not invalidate any action or vote taken at that Meeting, save only for the following irregularities; lack of quorum, insufficient notice of calling the meeting, dealing with a motion of which sufficient or proper notice has not been given.

Proxy voting is not allowed other than as specified in Bylaw #6.

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ARTICLE 8: OFFICERS

The term of office for Officers and Committee Chairs shall be from November 1st to October 31st of the following year. The Treasurer shall have an official term of office which coincides with the Club's fiscal year of January 1st to December 31st. When the other Officers begin holding office, the Treasurer-Elect shall begin assisting the existing Treasurer to become fully familiar with the responsibilities of the office.

During the month of January, the outgoing Treasurer shall assist the new Treasurer until January 31st. The outgoing Treasurer will be responsible for the preparation and presentation of a written report on the Club's financial status as of the previous December 31st, to conclude the previous year's financial activities.

The Board of Directors will consist of the following officers:

- The Commodore
- The Vice-Commodore
- The Vice-Commodore Facilities
- The Rear-Commodore Fleet
- The Rear-Commodore Junior Sail
- The Rear-Commodore Harbour
- The Secretary
- The Treasurer
- The Immediate Past Commodore

The duties of the Board of Directors will be as follows;

All members of the Board of Directors shall uphold the Constitution, Bylaws and House Rules to the best of their abilities. All members of the Board of Directors shall consider the fairness to the majority of the membership in their decisions.

The COMMODORE shall be the Chairman of the Board. He shall take command of the Club, shall chair all General and Special Meetings of the Club and the Board of Director and shall enforce the Constitution, By-Laws and House Rules of the Club. The Commodore shall be an ex-officio member of all committees, except the nominating committee, and will only vote to break a tie. The Club Steward will report to the Commodore.

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The VICE-COMMODORE shall generally assist the Commodore and in the absence of the Commodore, shall perform all the duties of the Commodore. The Vice-Commodore shall administer the duty officer function and plan and coordinate the annual Sailpast. The Vice-Commodore shall be responsible for Entertainment, Bar, Membership and Public Relations Committees.

The VICE-COMMODORE FACILITES shall assume responsibility of the House and Grounds Committees and generally assist the Commodore and Vice-Commodore and in their absence, shall act as Commodore.

The REAR-COMMODORE FLEET shall be the Club Fleet Captain, assuming the responsibility of the Sailing, Boat, and Power Boat Committees and assist the Commodore and Vice-Commodores in the discharge of their duties and in their absence shall act as Commodore.

The REAR-COMODORE JUNIOR SAIL shall act as chair of the Junior Sailing Committee and be responsible for all business pertaining to the Junior Club, Dinghy Members and Sailing School. This position is also responsible for all associated equipment and facilities.

The REAR-COMMODORE HARBOUR shall act as chair of the Harbour Committee and exercise general supervision and control of the harbour and associated equipment.

The IMMEDIATE PAST COMMODORE shall generally assist the Commodore, will perform such duties as required by the Commodore and also will chair the Long Range Planning Committee and the Nominating Committee. This position shall also hold responsibility for the continual update of all job descriptions within the Club management.

The SECRETARY shall keep a true record of the meetings of the Club and Board of Directors in books provided for that purpose; have custody of all documents and records connected with the business of the Club; keep a list correctly showing the name, ownership, and type of boat of everyone enrolled in the Club; in the event of being unable to attend a meeting shall cause the necessary books and papers to be conveyed to the place of the meeting; and shall perform other duties enjoined by the Bylaws. It shall be the duty of the Secretary to conduct the correspondence of the Club; to notify each member of every meeting and to have custody of all reports and communications in connection with the business of the Club. Active Members shall be allowed to review any minutes of the Club on request.

The TREASURER shall collect and receive all monies due to the Club and shall deposit same with a Bank or Trust Company approved by the Board of Directors; to pay bills contracted by the Club or its authorized representatives certified by them; to keep a correct account of all monies received and paid, in a book or computer for that purpose.

At each regular meeting, or when requested by the Commodore, the Treasurer shall make a report with a statement showing the balance on hand and in the Bank to the credit of the Club along with any outstanding debts and at the February Board of Directors meeting shall furnish a written report showing the receipts and disbursements for the previous year for each department of the Club.

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On or before the 10th of April the Treasurer shall furnish an up to date list of the members to the Membership Committee and the Secretary, and shall periodically update this information.

The BOARD OF DIRECTORS shall prepare an annual plan and budget in accordance with the 5 Year Plan and present it to the General Membership for their approval. They will discuss problems presented to them by members and approve all bills against the Club and the yearly report of the Treasurer. They shall conduct the general business of the Club; assume responsibility for Club property and generally protect Club interests. They shall secure the approval of the General Membership for any expenditures over and above those of the budget or component parts. They will review the recommendations of the Nominating Committee. They shall keep full and correct minutes of their proceedings. They shall make a report at the Annual General Meeting showing the condition of the Club, and the amount, kind and condition of the property under their charge.

The COMMITTEE CHAIRS shall report to their designated Vice-Commodore or Rear-Commodore.

The FLAG OFFICERS of the Club shall be the Commodore, Vice-Commodore, Vice-Commodore Facilities, Rear-Commodore Fleet, Rear-Commodore Junior Sail and Rear-Commodore Harbour.

ARTICLE 9: SIGNING OFFICERS & COMMITTEE BANK ACCOUNTS

All Bank Accounts shall have a minimum of 3 signing officers with any two of these officers to sign cheques or authorize electronic money transfers or payments. The signing officers of any Club or committee accounts shall be active members. The signing officers of the Club operational and reserve bank accounts shall consist of the Commodore, Vice-Commodore, and the Treasurer. The Junior Club bank account signing officers shall consist of the Rear-Commodore Junior Sail, the Junior Club Treasurer and at least one other Active Member with any two to sign. Any committee that has an operational bank account shall have 3 signing officers with any two to sign. All signing officers of the Club must be named and protected in the Officers and Directors insurance policy.

ARTICLE 10: NOMINATION AND ELECTION OF THE BOARD OF DIRECTORS AND COMMITTEE CHAIRS

NOMINATIONS FROM THE NOMINATING COMMITTEE:

During the course of the year, the nomination committee will work at finding members that may be willing to move onto Board of Directors positions or chair committees. All nominees proposed by the Nominating Committee will be announced by the Secretary to the membership at least 14 days before the Annual General Meeting.

NOMINATIONS FROM THE MEMBERS:

At the Annual General Meeting, any member may nominate another member for election to the Board of Directors or to chair a committee with the exception of the Past Commodore who shall automatically assume the position on stepping down as Commodore. The nomination must be seconded and agreed to by the nominee. More than one nominee can be proposed for any position by the Nominating Committee or by Active Members at the Annual General Meeting.

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ELECTIONS:

A simple majority of votes cast will be sufficient to elect a nominee to a position. When a single nominee is presented for election to a position, the Secretary will be asked to cast a single ballot to elect the nominee to the respective position.

The Secretary can cast a single ballot for all unchallenged positions.

VACANT POSITIONS:

Between General Meetings, the Board of Directors shall have the ability to appoint a nominee to an elected position left vacant.

ARTICLE 11: COMMITTEES

1. NOMINATING COMMITTEE

The nominating committee shall be chaired by the Immediate Past Commodore and consist of three members at large.

2. LONG RANGE PLANNING COMMITTEE

This committee will be chaired by the Immediate Past Commodore and will be responsible for the annual development and maintenance of a five year plan, including a five year capital expenditure plan. It shall include at least one active as well as the Vice Commodore. It will make recommendations to the Board of Directors and assist in relative budget preparation when necessary.

3. SAILING COMMITTEE

The Sailing Committee shall consist of the Rear-Commodore Fleet as chair and four or more members. They shall receive all entries for regatta and other Club racing events, appoint qualified judges or act as judges, provide marker buoys, appoint members to assist the committee and to direct all matters connected with regattas. All disputes shall be subject to their decision which shall be in accordance with the Canadian Yachting Association racing rules and regulations and when they do not, apply the International Regulations for Collision at Sea (COLREGS) and the ordinary customs of the sea shall prevail. They shall have full power, with or without protest, to disqualify any boat which shall have violated any rule or custom of the Club. They shall keep a record of the proceedings of the Committee and all regattas of the Club in a book provided for that purpose. The final decision of this Committee on all but race protests may be overruled by resolution of the membership at a duly constituted general membership meeting. The final decision on race protests can only be overruled by the appropriate governing body after submission of an appropriate appeal.

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4. POWER BOAT COMMITTEE

This Committee will report to the Rear-Commodore Fleet and shall have full charge of the development, promotion and management of all power boat activities of the Club and be responsible for administering reciprocal rights with other yacht Clubs. It shall co-operate with and assist, wherever possible, the Sailing Committee at regattas and sailing events.

5. HOUSE COMMITTEE:

This Committee will report to the Vice-Commodore Facilities and shall have the general management and control of the clubhouse, chattels pertaining thereto and employees of the Club, and receive and redress complaints as regards to the clubhouse.

6. HARBOUR COMMITTEE

The Rear-Commodore Harbour shall chair this committee. It shall have responsibility for the general management and control of the docks, slips, launching facilities and shall receive and redress complaints as regards harbour facilities. It shall provide the Secretary with a list correctly showing the name, ownership and type of boat of everyone enrolled in the Club.

7. BOAT COMMITTEE

This Committee will report to the Rear-Commodore Fleet and shall have general management and control of all boats owned by the Club except those under the control of the Junior Sailing Committee.

8. ENTERTAINMENT COMMITTEE

This Committee will report to the Vice-Commodore and shall recommend and take charge of all entertainment and associated fund raising activities of the Club. It shall prepare a budget for presentation to the Club Board of Directors, which shall be incorporated within the general Club budget for approval by the general membership. At the end of its tenure, the Entertainment Committee shall submit a financial Report to the Treasurer, through the Vice-Commodore Facilities, prior to the Annual Budget Meeting

9. GROUNDS COMMITTEE

This Committee will report to the Vice Commodore of Facilities and shall have the general management and control of the grounds and related areas thereto, and shall receive and redress complaints as regards same.

10. JUNIOR SAILING COMMITTEE

The Rear-Commodore Junior Sail shall chair this committee. This Committee has the duty of running the Junior Sailing Division as a financially separate entity. It shall prepare a budget for presentation to the Club Board of Directors for its approval. At the end of the fiscal year, the Committee shall submit a financial report to the Treasurer to be included in the Club audit.

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11. MEMBERSHIP COMMITTEE

This Committee shall consist of four or more members and shall investigate and process each application for membership. Successful applications shall be approved by the Membership Committee on behalf of the Club. The Committee shall prepare and maintain an updated membership list, and distribute a copy to each member prior to April 30th of each year.

12. PUBLIC RELATIONS COMMITTEE

This committee will have responsibility for the Website, the monthly Sailpast newsletter and other public relations matter and will report to the Vice-Commodore.

13. BAR COMMITTEE

The bar committee shall report to the Vice Commodore and provide assistance to the Steward as required for the ongoing operations of the Club Bar.

14. SPECIAL COMMITTEES:

The Board of Directors may appoint a special committee and determine the composition and purpose of such committee.

The actions of all committees shall be subject to the Board of Directors.

ARTICLE 12: MEMBER PRIVILEGES AND OBLIGATIONS

1. House Rules shall be written by the Board of Directors and may be revised in the same manner as the Bylaws.

They shall be conspicuously displayed in the Clubhouse and/or any other appropriate place and shall be implicitly obeyed by all members.

2. Any member breaking the rules of the Club shall be dealt with in the manner set forth in the Bylaws of the Club.

3. Members may introduce guests and extend to them Club privileges in accordance with the conditions as set forth in the House Rules.

4. Any member having a complaint against any member of the Board of Directors, or against any other member, or about any services rendered by the Club, shall make such complaint in accordance with the procedure set forth in the Bylaws

5. A member may resign from the Club by tendering their resignation in writing to the Secretary.

6. A member may be suspended or expelled by the Board of Directors for cause or for non-payment of dues, fees, or assessments in accordance with the procedure set forth in the Bylaws of the Club. The

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member so suspended or expelled shall be liable for all dues, fees, or assessments owed to the Club. Any amounts owed will be deducted from debenture funds prior to redemption.

7. The onus shall be on any member, having a change of address or telephone number, to convey same in writing as soon as is reasonable to the Secretary and Membership Committee.

8. This Constitution, Bylaws and House Rules and any approved modifications shall be made available to members via the FBYC website or Members' Handbook. Any member who fails to become familiar with them does so at their own risk, as to the lack of notice of the force and effect thereof. All members of the Club shall uphold the Constitution, Bylaws and House Rules of the Club.

9. Members of the Club shall bring their watercraft, motor vehicle, person, personality, chattels, guest or otherwise upon the Club premises, water area, mooring at his/her own risk as to fire, theft, accident, collision or otherwise and upon being or becoming a member of the Club specifically waiver any liability or responsibility to them, their family, crew, friends or visitors, on the part of the Club or its Board of Directors, Committees or any member thereof, accepting the conditions of the Club premise, grounds, walks, moorings, watercraft and other facilities as is.

10. Members, new or existing, shall operate their watercraft afloat in or about the Club area at their own risk. In the event they shall enlist or be offered assistance of, or by the Club's own watercraft or employees or other members, they shall agree that during the period of such assistance the said craft or person shall be their gratuitous employee or agents and deemed to be under their sole direction and control and likewise with their use of any Club equipment etc. regardless of actual ownership or ordinary employment.

11. Upon becoming a member, each member hereby wholly saves and indemnities the Club, its Board of Directors, members, Committees, servants, employees, agent or any other person or persons for whom it may legally be responsible at law, of and from all liability for any loss or damage what so ever that the Club may incur or suffer and by reason of the negligence of the said member and any person or persons for whom they are responsible at law, in the operation or use of any craft owned or controlled by said member or their servants, agents, employees or nominees, in or about the Club land or water premises, or in leaving same or its equipment, gear or stores on the Club premises.

12. Each Active, Intermediate, and Dinghy member is responsible for Duty Watches as assigned by the Vice-Commodore annually.

13. Each Active, Intermediate and Dinghy member is required to give 15 hours of volunteer labour to the Club each year. If any member falls short of the 15 hour requirement, such member will have to pay a dollar amount per hour for each hour missed. This hourly rate will be established by the Board of Directors during the annual budget process.

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ARTICLE 13:

Any part or parts of this Constitution may be amended or repealed or any additions made thereto at any properly constituted general meeting of the members of the Club upon a two thirds majority vote provided that due and proper notice has been given and that a quorum of qualified members is present at the meeting.

Effective May 30, 2011